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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 8372
(BI TECHNOLOGIES CORPORATION, AND TPG CREDIT
OPPORTUNITIES FUND L.P. AND TPG
CREDIT OPPORTUNITIES INVESTORS L.P.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), BI Technologies Corporation ("BI Technologies"), TPG Credit Opportunities Fund L.P. ("TPGF"), and TPG Credit Opportunities Investors L.P. ("TPGI") (TPGF and TPGI together referred to as "TPG," and TPG and BI Technologies together referred to as the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 8372 (BI Technologies Ltd., and TPG Credit Opportunities Fund L.P., and TPG Credit Opportunities Investors L.P.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 13, 2005, BI Technologies submitted a demand to the Debtors asserting a reclamation claim in the amount of \$6,210.00 (the "Reclamation Demand").

WHEREAS, on June 16, 2006, the Debtors and BI Technologies entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and BI Technologies acknowledged and agreed that the valid amount of the Reclamation Demand was \$6,210.00 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding BI Technologies' agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim were valid.

WHEREAS, on June 22, 2006, BI Technologies filed proof of claim number 8372

against DAS LLC, asserting an aggregate unsecured claim in the amount of \$788,628.25 ("Claim No. 8372") arising from product manufactured for and delivered to DAS LLC consisting of a non-priority claim in the amount of \$782,418.25 and, consistent with and subject to the terms of the Reclamation Letter Agreement, a priority claim in the amount of \$6,210.00.

WHEREAS, on December 18, 2006, BI Technologies assigned a portion of Claim No. 8372 to TPG in the amount of \$782,418.00 pursuant to two Notices of Transfer (Docket Nos. 6372 and 6373).

WHEREAS, on May 22, 2007, the Debtors objected to Claim No. 8372 pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books and Records, (C) Untimely Claims and Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 1, 2007, TPG re-transferred a portion of Claim No. 8372 to BI Technologies, which resulted in BI Technologies then owning a general unsecured non-priority claim in the amount of \$72,368.26 and, consistent with and subject to the terms of the Reclamation Letter Agreement, an unsecured priority claim in the amount of \$6,210.00.

WHEREAS, on June 19, 2007 BI Technologies filed its Response And Objection of BI Technologies Corporation To Debtors' Fifteenth Omnibus Claims Objection (Substantive) Regarding Claim No. 8372 (Docket No. 8323) (the "Response").

WHEREAS, on December 19, 2007, pursuant to the Second Amended and Restated Final Order Under 11 U.S.C. §§ 362, 503, and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures for Treatment of Reclamation Claims (Docket No. 10409) (the "Second

Amended Reclamation Order"), entered by the Delphi Bankruptcy Court on October 2, 2007, the Debtors served a copy of a personalized Notice Of Treatment Of Reclamation Claim Under Plan Of Reorganization (the "Reclamation Election Notice") on BI Technologies with respect to the Reclamation Claim.

WHEREAS, BI Technologies failed to return the Reclamation Election Notice.

WHEREAS, on April 24, 2008, to resolve the Fifteenth Omnibus Claims Objection with respect to Claim No. 8372, DAS LLC, BI Technologies and TPG entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Claim No. 8372 shall be allowed against DAS LLC as a general unsecured non-priority claim in the amount of \$762,270.99.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because Claim No. 8372 involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, BI Technologies, and TPG stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$762,270.99 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Without further order of the Court, DAS LLC is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive

distributions under any plan of reorganization of the Debtors by the amount of any cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which BI Technologies is a party.

3. Without limiting the preceding paragraphs, ownership of Claim No. 8372 shall be reflected on the books and records of the Debtors' Claims Agent as follows:

- a. BI Technologies: An allowed general unsecured non-priority claim in the amount of \$52,221.50;
- b. TPGF: An allowed general unsecured non-priority claim in the amount of \$326,623.00; and
- c. TPGI: An allowed general unsecured non-priority claim in the amount of \$383,426.49.

4. Except to the extent set forth herein and the Settlement Agreement, the Response filed by BI Technologies shall be deemed withdrawn with prejudice and the Debtors' Fifteenth Omnibus Claims Objection shall be deemed resolved.

5. Upon entry of this Stipulation by the Court, the Settlement Agreement shall become effective and enforceable against the parties thereto as if fully set forth herein; to the extent of any inconsistency between the terms of this Stipulation and the Settlement Agreement, the Settlement Agreement shall control.

So Ordered in New York, New York, this 12th day of June, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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